FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]

सत्यमेव जयते

Annual Return

(other than OPCs and Small Companies)

Form language (◉) English ( ) Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company: L40200WB1935PLC008184 [Pre-fill]

Global Location Number (GLN) of the company:

* Permanent Account Number (PAN) of the company: AAACB2528H

(ii) (a) Name of the company: LINDE INDIA LIMITED

(b) Registered office address

OXYGEN HOUSE, P 43, TARATALA ROAD, NA
KOLKATA
West Bengal
700088
India

(c) *e-mail ID of the company: IN***********************DE.C(

(d) *Telephone number with STD code: 03*******00

(e) Website: www.linde.in

(iii) Date of Incorporation: 24/01/1935

(iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital (◉) Yes ( ) No

(vi) *Whether shares listed on recognized Stock Exchange(s) (◉) Yes ( ) No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent L72400TG2017PLC117649 Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ◉ Yes ○ No

(a) If yes, date of AGM 12/08/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted ○ Yes ◉ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	72.26
2	F	Construction	F2	Roads, railways, Utility projects	27.74

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 6 Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	The BOC Group Limited (a whc		Holding	75

2	BELLARY OXYGEN COMPANY F	U40200KA2005PTC036482	Joint Venture	50
3	LINDE SOUTH ASIA SERVICES P	U74999KA2020PTC133007	Joint Venture	50
4	AVAADA MHYAVAT PRIVATE L	U40106UP2019PTC124061	Associate	26
5	FPEL SURYA PRIVATE LIMITED	U40100TG2021PTC154870	Associate	26
6	ZENATARIS RENEWABLE ENER(	U40300TG2018PTC127492	Associate	23.96

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	86,000,000	85,286,209	85,284,223	85,284,223
Total amount of equity shares (in Rupees)	860,000,000	852,862,090	852,842,230	852,842,230

Number of classes: 1

Class of Shares Equity	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	86,000,000	85,286,209	85,284,223	85,284,223
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	860,000,000	852,862,090	852,842,230	852,842,230

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes: 0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	498,752	84,785,471	85284223	852,842,23(	852,842,2:	
Increase during the year	0	60,121	60121	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify Dematerialisation (net) of physical shares during tl	0	60,121	60121	0	0	
Decrease during the year	60,121	0	60121	0	0	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify Dematerialisation (net) of physical shares during th	60,121	0	60121	0	0	
At the end of the year	438,631	84,845,592	85284223	852,842,23(	852,842,2:	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company: INE473A01011

(ii) Details of stock split/consolidation during the year (for each class of shares): 0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media] ○ Yes ○ No ○ Not Applicable

Separate sheet attached for details of transfers ○ Yes ○ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures) 0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover 27,686,686,886

(ii) Net worth of the Company 34,345,303,675

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	63,963,167	75	0	
10.	Others	0	0	0	
	Total	63,963,167	75	0	0

Total number of shareholders (promoters) 1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	10,893,692	12.77	0	
	(ii) Non-resident Indian (NRI)	398,520	0.47	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	29	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	394,217	0.46	0	
4.	Banks	14,750	0.02	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	5,916,228	6.94	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,364,330	1.6	0	
10.	Others Alternate Investment Fund:	2,339,290	2.74	0	
	Total	21,321,056	25	0	0

Total number of shareholders (other than promoters) 52,220

Total number of shareholders (Promoters+Public/ Other than promoters) 52,221

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	44,456	52,220
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. **Promoter**	0	2	0	2	0	0
B. Non-Promoter	1	3	1	3	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Jyotin Kantilal Mehta	00033518	Director	0	
Arun Balakrishnan	00130241	Director	0	
Shalini Sarin	06604529	Director	0	
Michael James Devine	10042702	Director	0	
Mannu Sanganeria	09243027	Director	0	
Abhijit Banerjee	08456907	Managing Director	0	
Neeraj Kumar Jumrani	AGLPJ8538P	CFO	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Amit Dhanuka	AHIPD2283R	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Michael James Devi	10042702	Additional director	25/04/2023	Change in designation
Shalini Sarin	06604529	Director	10/07/2023	Re-appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held 1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	17/08/2023	44,992	81	82.75

B. BOARD MEETINGS

*Number of meetings held 4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/05/2023	6	6	100
2	08/08/2023	6	6	100
3	06/11/2023	6	6	100
4	05/02/2024	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held 14

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committ	23/05/2023	4	4	100
2	Audit Committ	08/08/2023	4	4	100
3	Audit Committ	06/11/2023	4	4	100
4	Audit Committ	05/02/2024	4	4	100
5	Audit Committ	26/03/2024	4	4	100
6	Nomination & I	22/05/2023	3	3	100
7	Nomination & I	05/02/2024	3	3	100
8	Stakeholders'	22/05/2023	3	3	100
9	Stakeholders'	06/11/2023	3	3	100
10	Corporate Soc	22/05/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	12/08/2024 (Y/N/NA)
1	Jyotin Kantilal	4	4	100	11	11	100	Yes
2	Arun Balakrish	4	4	100	14	14	100	Yes
3	Shalini Sarin	4	4	100	8	8	100	Yes
4	Michael James	4	4	100	7	7	100	Yes
5	Mannu Sanga	4	4	100	0	0	0	Yes
6	Abhijit Banerje	4	4	100	7	7	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Abhijit Banerjee	Managing Direct	13,830,602	0	0	13,492,117	27,322,719
	Total		13,830,602	0	0	13,492,117	27,322,719

Number of CEO, CFO and Company secretary whose remuneration details to be entered 2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Neeraj Kumar Jumr	Chief Financial (	6,097,570	0	0	2,141,488	8,239,058
2	Amit Dhanuka	Company Secre	3,238,403	0	0	1,121,088	4,359,491
	Total		9,335,973	0	0	3,262,576	12,598,549

Number of other directors whose remuneration details to be entered 3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Arun Balakrishnan	Director	0	2,300,000	0	810,000	3,110,000
2	Jyotin Mehta	Director	0	2,850,000	0	720,000	3,570,000
3	Shalini Sarin	Director	0	2,050,000	0	630,000	2,680,000
	Total		0	7,200,000	0	2,160,000	9,360,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ◉ Yes ○ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

○ Yes ◉ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name: Pawan Kumar Sarawagi

Whether associate or fellow: ○ Associate ◉ Fellow

Certificate of practice number: 4882

I/We certify that:
(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 11 dated 28/05/2024 (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director: Abhijit Banerjee — Digitally signed by Abhijit Banerjee Date: 2024.10.07 12:59:24 +05'30'

DIN of the director: 0*4*6*0*

To be digitally signed by: AMIT DHANUKA — Digitally signed by AMIT DHANUKA Date: 2024.10.07 10:40:07 +05'30'

(•) Company Secretary

( ) Company secretary in practice

Membership number 2*8*2

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

Linde_MGT8_2024.pdf

Clarification on Form MGT-7_88th AGM.pc

Remove attachment

Modify | Check Form | Prescrutiny | Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Annexure to Form MGT-7

- Form MGT-7 Sl. No. IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

  (i) (d) Break-up of paid-up share capital
  Due to some technical glitch in the Form, the values of increase and decrease in the physical and demat shares during the year is getting deleted and therefore, the figures at the end of the year are not reflecting the correct information. The actual figures to be considered are appended below:

Particulars	Number of shares			Total nominal amount	Total paid-up amount	Total premium
	Physical	Demat	Total			
At beginning of the year	498752	84785471	85284223	852842230	852842230	0
Increase during the year						
Others – Dematerialization (net) of physical shares during the year	0	60121	60121	601210	601210	0
Decrease during the year						
Others – Dematerialization (net) of physical shares during the year	60121	0	60121	601210	601210	0
At the end of the year	438631	84845592	85284223	852842230	852842230	0

- Form MGT-7 Sl. No. IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

1. ANNUAL GENERAL MEETINGS

In addition to the Annual General Meeting of the Company mentioned in form MGT-7, one resolution by Postal Ballot was passed by the Members of the Company on 25 April 2023, details of which were also provided in the Company's Annual return submitted for the period ended 31 March 2023.

2. BOARD MEETINGS

In addition to the Board meetings mentioned in form MGT-7, the Board of Directors of the Company had also passed five resolutions by circulation on 3 May 2023, 15 May 2023, 7 July 2023 and 11 March 2024.

3. COMMITTEE MEETINGS

Number of meetings held during the period from 01/04/2023 to 31/03/2024 | 14 |

Registered Office
Linde India Limited
Oxygen House, P43 Taratala Road
Kolkata 700 088, India
CIN L40200WB1935PLC008184

Phone +91 33 6602 1600
Fax +91 33 2401 4206
customercare.lg.in@linde.com
www.linde.in

Sl. No.	Type of Meeting	Date of Meeting	Total No. of Members as on date of meeting	Attendance	
				No. of members attended	% of attendance
1.	Audit Committee	23/05/2023	4	4	100
2.	Audit Committee	08/08/2023	4	4	100
3.	Audit Committee	06/11/2023	4	4	100
4.	Audit Committee	05/02/2024	4	4	100
5.	Audit Committee	26/03/2024	4	4	100
6.	Nomination & Remuneration Committee	22/05/2023	3	3	100
7.	Nomination & Remuneration Committee	05/02/2024	3	3	100
8.	Stakeholders' Relationship Committee	22/05/2023	3	3	100
9.	Stakeholders' Relationship Committee	06/11/2023	3	3	100
10.	Corporate Social Responsibility Committee	22/05/2023	3	3	100
11.	Corporate Social Responsibility Committee	08/08/2023	3	3	100
12.	Corporate Social Responsibility Committee	06/11/2023	3	3	100
13.	Risk Management Committee	08/08/2023	3	3	100
14.	Risk Management Committee	30/01/2024	3	3	100

In addition to the above Committee meetings, the Audit Committee of the Board of Directors of the Company had also passed one resolution by circulation on 15 June 2023; the Nomination & Remuneration Committee of the Board of Directors of the Company had also passed one resolution by circulation on 7 March 2024.

<u>Note:</u> The total number of Committee meetings held during the financial year ended 31 March 2024 was 14. However, Form MGT-7 provides limited option of entering details of maximum up to 10 Committee Meetings. Therefore, we have provided the complete details as an attachment.

For Linde India Limited

AMIT DHANUKA Digitally signed by AMIT DHANUKA Date: 2024.10.07 10:35:23 +05'30'

Amit Dhanuka
Company Secretary
ACS 23872

P. SARAWAGI & ASSOCIATES
COMPANY SECRETARIES

NARAYANI BUILDING
Room No. 107, First Floor
27, Brabourne Road, Kolkata - 700 001
Phone : (O) 2210-9146, 4004-0452
(F) +91-33-2262-4788
(M) 98311-96477
e-mail : pawan.sarawagi@gmail.com
pawan@sarawagi.in
website : www.sarawagi.in

Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of the Companies (Management and Administration) Rules, 2014]

Certificate by a Company Secretary in Practice

We have examined the registers, records and books and papers of **LINDE INDIA LIMITED** having CIN L40200WB1935PLC008184 (the Company) as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made thereunder for the financial year ended on **31st March, 2024.** In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that :

A. the Annual Return of the Company, in prescribed Format MGT-7, states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the Company has generally complied with provisions of the Act & Rules made thereunder in respect of :

1. Its status under the Act.

2. Maintenance of registers/records and making entries therein within the time prescribed therefor.

3. Filing of forms and returns with the Registrar of Companies, Central Government or other authorities within the prescribed time or with the requisite additional filing fees, wherever applicable.

4. Calling/convening/holding meetings of the Board of Directors and its Committees and the meetings of the Members of the Company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings, including the circular resolutions and the resolution passed through Postal Ballot process, have been properly recorded in the Minute Books maintained for the purpose and the same have been signed.

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5. Closure of Register of Members in respect of the Company's equity shares. The Company does not have any other security-holders i.e., other than Equity Shareholders.

6. The Company has not made any advance/loan to any of its directors and/or persons or firms or companies referred in Section 185 of the Act

7. The Company did not enter into any contract or arrangement falling under the ambit of Section 188 of the Act, during the period under review. As informed to us, the transactions entered into by the Company with its related parties during the period under review were in the ordinary course of business and on arm's length basis and as such were out of ambit of the provisions of Section 188 of the Companies Act, 2013.

8. Transmission of equity shares. During the period under review, there was neither issue/allotment of any security nor buy-back of securities/redemption of preference shares/debentures nor alteration/reduction of share capital nor conversion of shares/securities.

9. Keeping in abeyance the rights to dividend pending registration of transfer of shares in compliance with the provisions of the Act. Since the Company has not issued any Right/Bonus Shares during the period under review, keeping in abeyance right to Right/Bonus shares is not applicable

10. Declaration/payment of dividend and transfer of unpaid/unclaimed dividend to the Investor Education and Protection Fund in accordance with Section 125 of the Act.

11. Signing of Financial Statements as per the provisions of Section 134 of the Act and Report of Directors is generally in compliance with the applicable requirements of sub-sections (3) and (5) thereof.

12. The constitution/appointment/resignation/retirement of directors/Key Managerial Personnel (KMP) and disclosures of the directors, KMPs and the remuneration paid to them.

13. Auditors were duly appointed at the 86th Annual General Meeting held on 23rd June, 2022 for a period of 5 years, as per the provisions of Section 139 of the Act. There was no casual vacancy in the office of the Auditors during the period under review.

A. BARAWAGI & ASSOCIATES • COMPANY SECRETARIES

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14. We have, during the course of our audit, not come across any incidence requiring any approval to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.

15. During the period under review, the Company has neither accepted nor renewed any deposit falling under the provisions of Section 73 of the Act. The Company does not have any deposit falling under the provisions of Section 73 of the Act.

16. The Company has not borrowed any amount from its directors, members, public financial institutions, banks and others, during the period under review. During the period under review, the Company was neither required to create/modify any fresh charge nor was any charge satisfied.

17. During the period under review, the Company has neither given any loan nor provided guarantees or securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act. Investments made by the Company in other bodies corporate during the period under review were within the limit prescribed under the provisions of Section 186 of the Act.

18. The Company has neither altered any clause of the Memorandum of Association nor any article of the Articles of Association of the Company during the period under review.

For P. SARAWAGI & ASSOCIATES
Company Secretaries

P. SARAWAGI & ASSOCIATES COMPANY SECRETARIES CS

(P.K. Sarawagi)
Proprietor
Membership No. : FCS-3381
Certificate of Practice No. : 4882
Peer Review Certificate No. 1128/2021
ICSI UDIN : F003381F001423063

Place : Kolkata
Date : 3rd October, 2024